

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
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**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 365(a),
FED. R. BANKR. P. 6006 AND 9014 AND LOCAL BANKRUPTCY
RULE 6006-1 AUTHORIZING REJECTION OF CERTAIN
EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Upon the motion (the “Motion”) of the Debtors¹ for entry of an order (the “Order”), pursuant to sections 105(a) and 365(a), of title 11 of the United States Code, as amended (the “Bankruptcy Code”) and rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the rejection of the executory contracts and unexpired leases set forth on Exhibit 1² annexed hereto (including any amendments, modifications, guaranties, supplements, restatements, or other agreements related thereto, whether made directly or indirectly by any agreement, instrument or other document that affects such executory contract or unexpired lease, and without regard to whether such agreement, instrument or other document is listed on Exhibit 1, the “Rejected Contracts”), as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion being a core

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

² The inclusion of a contract on Exhibit 1 does not serve as an admission by the Debtors that such contract is executory.

proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Motion and the Declaration of Erik Ferguson, Senior Vice President of Business Excellence at GMAC Mortgage, LLC in support of the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and the legal and factual bases set forth in the Motion establish just and sufficient cause to grant the requested relief herein; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND, DETERMINED, AND ORDERED THAT:

1. The Motion is GRANTED.
2. Pursuant to Section 365(a) of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the Debtors' rejection of the Rejected Contracts identified on Exhibit 1 annexed hereto is approved, effective as of the Rejection Date.
3. If any of the Debtors has deposited funds with the counterparty to a Rejected Contract as a security deposit or other arrangement, such counterparty shall not set off or otherwise use such deposit without the prior authority of the Court or agreement between the counterparty and the Debtors.
4. The Debtors are hereby authorized to execute and deliver all instruments and documents, and take all other actions, as may be necessary or appropriate to implement and effectuate the relief granted in this Order.

5. Entry of this Order is without prejudice to the rights of the Debtors, including, but not limited to, the right to seek further, other, or different relief regarding the Debtors' executory contracts and unexpired leases pursuant to, among other things, section 365 of the Bankruptcy Code. Notwithstanding the relief granted herein and any actions taken hereunder, nothing in the Motion or this Order shall constitute, nor is it intended to constitute: (i) an admission as to the validity or priority of any claim against the Debtors; (ii) a waiver of the Debtors' rights to dispute any claim; or (iii) an assumption or adoption of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code.

6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: New York, New York
December 14, 2012

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

Exhibit 1

Rejected Contracts

	Debtor	Contract/Lease Counterparty (Name/Address)	Description of Contract/Lease	Effective Date of Rejection
1	GMAC Mortgage LLC	Frost National Bank PO Box 1600 Rb-2 San Antonio, TX 78296-1600	Frost National Bank Servicing Agreement June 30, 2000 Contract No. 1308	November 30, 2012
2	Homecomings Financial, LLC (as successor to Homecomings Financial Network, Inc.)	PVP Holdings JV, LLC c/o Veritas Property Management 1600 Corporate Circle Petaluma, CA 94954	Lease, dated as of December 12, 2003, as subsequently amended, for real property located at 1650 Corporate Circle Suites 100, 150 and 200 Petaluma, CA	November 30, 2012